

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 11

In re

Case No. 05-44481 (RDD)

DPH HOLDINGS CORP., et al.,

(Jointly Administered)

Debtors.

AFFIDAVIT

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Kelly C. Cloyd, being duly sworn, deposes and says:

1. I am employed as an Engineering Geologist II with the New York State Department of Environmental Conservation (hereinafter the "Department") at its Region 8 office located in Avon, New York. I have been employed with the Department since 1989.

2. I am familiar with all of the facts and circumstances hereinafter set forth. I base this affidavit on my personal knowledge and on the official reports and records of the Department. I submit this affidavit in support of the Department's claims in this proceeding.

3. I am assigned to the DEC Region 8 Division of Environmental Remediation ("DER"). DER implements the Inactive Hazardous Waste Site Remedial Program, also known as the State Superfund Program, as well as the Brownfield Cleanup Program and the Oil Spill Response and Remediation Program. As an Engineering Geologist II my duties include remedial project management, oversight and field sampling. Working for the Department, I have investigated numerous suspected and known inactive hazardous waste disposal sites and several

spill sites. I have a working knowledge of Department technical guidance, CERCLA, State Superfund and various other air, water and solid waste regulatory requirements.

4. As part of my duties for the Department, since 1998 I have been assigned responsibility for oversight of the ongoing remedial program at the site known as the Delphi Automotive Systems Site located at 1000 Lexington Avenue, Rochester, New York (the "Rochester Facility"). This Site is listed in the State of New York Registry of Inactive Hazardous Waste Disposal Sites as Site No. 828064. Due to my involvement with the Site I am fully familiar with the facts and circumstances relating to the Site and make this Affidavit on the basis of my personal knowledge of the Site as well as familiarity with the relevant files and documents.

5. The goals of remedial investigations at inactive hazardous waste disposal sites in Department regulations and guidance includes at a minimum the requirement to delineate the areal and vertical extent of contamination at, and emanating from all media at the site and the nature of that contamination, to identify the sources of contamination, the migration pathways and actual or potential receptors of contaminants, and to evaluate the actual and potential threats to public health and the environment (6 N.Y.C.R.R. § 375-1.8(e)). It is the Department's policy to require such investigations to be carried out without regard to property boundaries.

6. Investigations conducted in connection with the remedial program at the Rochester Facility have found off-site contamination associated with the facility which must be further investigated and addressed.

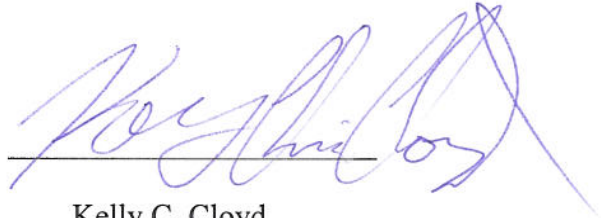
7. Well R-305, which is located adjacent to the facility to the east on City of Rochester property, has consistently contained light non-aqueous phase liquid ("LNAPL"), also referred to as floating product. The LNAPL present in Well R-305 is contiguous with the

LNAPL present at the Rochester Facility and has a composition similar to that present across the property line at the Facility. (Remedial Investigation Report 11/7/2005, prepared by Haley & Aldrich).

8. Well R-305 has contained a thickness of LNAPL up to 8.63 feet (figure LNAPL Posting Map 2003 through 2008, Haley & Aldrich). The LNAPL is a mixture of Stoddard solvent, petroleum-based cutting oils and to a lesser degree chlorinated degreasing solvents and their breakdown components. Stoddard solvent is a petroleum product containing trimethylbenzenes, which are components that are characteristic of contamination at the Rochester Facility. Stoddard solvent is currently and has long been used in the plant on that site and is present in the LNAPL across much of the site. No other sites in the vicinity are known to have a similar mix of contaminants.

9. The off-site contamination present at R-305 is not currently being addressed by the groundwater collection system to the west. Department guidance and regulations require the party responsible for the Rochester Facility to investigate and mitigate both on-site and off-site impacts associated with the site. The remediation that the Department will propose in the near future will require that the off-site contamination be addressed.

10. The assignment of site codes to particular properties only identifies the area that contains the source of contamination, not the full geographic extent of cleanup responsibilities for the site; the statute and regulations define the extent of cleanup responsibilities.



Kelly C. Cloyd

Sworn to before me this

21st day of April, 2010



Notary Public

KIMBERLY T. SHUTTS
Notary Public, State of New York
Qualified in Livingston County
Commission Expires March 14, 2014